

***Superseded 5/12/2015***

**16-6a-712 Proxies.**

- (1) Unless otherwise provided by the bylaws, a member entitled to vote may vote or otherwise act in person or by proxy.
- (2) Without limiting the manner in which a member may appoint a proxy to vote or otherwise act for the member, Subsections (2)(a) and (b) constitute valid means of appointing a proxy.
  - (a) A member may appoint a proxy by signing an appointment form, either personally or by the member's attorney-in-fact.
  - (b)
    - (i) Subject to Subsection (2)(b)(ii) a member may appoint a proxy by transmitting or authorizing the transmission of a telegram, teletype, facsimile, or other electronic transmission providing a written statement of the appointment to:
      - (A) the proxy;
      - (B) a proxy solicitor;
      - (C) a proxy support service organization;
      - (D) another person duly authorized by the proxy to receive appointments as agent for the proxy; or
      - (E) the nonprofit corporation.
    - (ii) An appointment transmitted under Subsection (2)(b)(i) shall set forth or be transmitted with written evidence from which it can be determined that the member transmitted or authorized the transmission of the appointment.
- (3)
  - (a) An appointment of a proxy is effective against the nonprofit corporation when received by the nonprofit corporation, including receipt by the nonprofit corporation of an appointment transmitted pursuant to Subsection (2)(b).
  - (b) An appointment is valid for 11 months unless a different period is expressly provided in the appointment form.
- (4) Any complete copy, including an electronically transmitted facsimile, of an appointment of a proxy may be substituted for or used in lieu of the original appointment for any purpose for which the original appointment could be used.
- (5) An appointment of a proxy is revocable by the member.
- (6) An appointment of a proxy is revoked by the person appointing the proxy:
  - (a) attending any meeting and voting in person; or
  - (b) signing and delivering to the secretary or other officer or agent authorized to tabulate proxy votes:
    - (i) a writing stating that the appointment of the proxy is revoked; or
    - (ii) a subsequent appointment form.
- (7) The death or incapacity of the member appointing a proxy does not affect the right of the nonprofit corporation to accept the proxy's authority unless notice of the death or incapacity is received by the secretary or other officer or agent authorized to tabulate votes before the proxy exercises the proxy's authority under the appointment.
- (8) Subject to Section 16-6a-713 and to any express limitation on the proxy's authority appearing on the appointment form, a nonprofit corporation is entitled to accept the proxy's vote or other action as that of the member making the appointment.